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**Amendments to the claims**

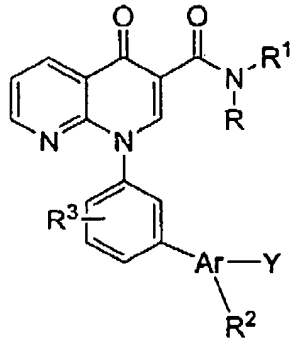
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1-2. (Cancelled)

3. (Previously amended)

A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

Ar is phenyl, pyridyl, pyrimidyl, indolyl, quinolinyl, thienyl, pyridonyl, oxazolyl, oxadiazolyl, thiadiazolyl, or imidazolyl; or oxides thereof when Ar is a heteroaryl;

Y is -$C_{3-4}$cycloalkyl($C_{1-4}$alkyl)$_m$-COOH, wherein the $C_{3-4}$cycloalkyl is optionally substituted with halogen, alkoxy, hydroxy or nitrile, and the ($C_{1-4}$alkyl) substituents are optionally linked to form a $C_{3-4}$cycloalkyl ; wherein n is 0, 1, 2, 3 or 4, m is 0, 1 or 2;

R is H or –$C_{1-6}$alkyl;

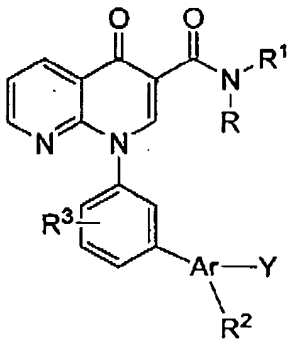
R1 is H, or –$C_{1-6}$alkyl, –$C_{3-6}$cycloalkyl, –$C_{1-6}$alkoxy, –$C_{2-6}$alkenyl, –$C_{3-6}$alkynyl, heteroaryl, or heterocycle group, optionally substituted with 1-3 independent halo$C_{1-6}$alkyl, -$C_{1-6}$alkyl, –$C_{1-6}$alkoxy, OH, amino, –($C_{0-6}$alkyl)–$SO_p$–($C_{1-6}$alkyl), nitro, CN, =N-O-$C_{1-6}$alkyl, -O-N=$C_{1-6}$alkyl, or halogen substituents, wherein p is 0, 1 or 2;

$R^2$ is H, halogen,-CN, -$NO_2$, –$C_{1-6}$alkyl, –$C_{3-6}$cycloalkyl, -O- $C_{3-6}$cycloalkyl, O-$C_{1-6}$alkyl, O-$C_{3-6}$cycloalkyl-$C_{1-6}$alkyl($C_{3-6}$cycloalkyl)($C_{3-6}$cycloalkyl), –$C_{1-6}$alkoxy, phenyl, heteroaryl, heterocycle, amino, –C(O)–$C_{1-6}$alkyl, –C(O)–O–$C_{1-6}$alkyl,

$C_{1-6}$alkoxy, phenyl, heteroaryl, heterocycle, amino, –C(O)–$C_{1-6}$alkyl, –C(O)–O–$C_{1-6}$alkyl, –$C_{1-6}$alkyl(=N-OH), -C(N=NOH)$C_{1-6}$alkyl, –$C_{0-6}$alkyl(oxy)$C_{1-6}$alkyl-phenyl, –$SO_kNH(C_{0-6}alkyl)$, or -($C_{0-6}$alkyl)–$SO_k$–($C_{1-6}$alkyl), wherein the phenyl, heteroaryl or heterocycle is optionally substituted with halogen, -$C_{1-6}$alkyl, –$C_{1-6}$alkoxy, hydroxy, amino, or -C(O)-O-$C_{1-6}$alkyl, and wherein the alkyl or cycloalkyl is optionally substituted with 1-6 independently selected halogens or –OH, and wherein k is 0, 1, or 2;

$R^3$ is selected from H, halogen, CN, -$C_{1-6}$alkyl, -$C_{3-6}$cycloalkyl, nitro, -C(O)-$C_{1-6}$alkyl, -C(O)-O-$C_{0-6}$alkyl, -$SO_{n'}NH(C_{0-6}alkyl)$, or -($C_{0-6}$alkyl)-$SO_{n'}$-($C_{1-6}$alkyl), O-$C_{1-6}$alkyl, O-$C_{3-6}$cycloalkyl, wherein n' is 0, 1, or 2 and wherein the alkyl and cycloalkyl is optionally substituted with 1-6 independently selected halogen or OH.

4. (Previously amended) A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

Y is cyclopropyl-COOH;

Ar is phenyl.

R is H or –$C_{1-6}$alkyl;

$R^1$ is H, or –$C_{1-6}$alkyl, –$C_{3-6}$cycloalkyl, –$C_{1-6}$alkoxy, –$C_{2-6}$alkenyl, –$C_{3-6}$alkynyl, heteroaryl, or heterocycle group, optionally substituted with 1-3 independent halo$C_{1-6}$alkyl, -$C_{1-6}$alkyl, –$C_{1-6}$alkoxy, OH, amino, –($C_{0-6}$alkyl)–$SO_p$–($C_{1-6}$alkyl), nitro, CN, =N-O-$C_{1-6}$alkyl, -O-N=$C_{1-6}$alkyl, or halogen substituents, wherein p is 0, 1 or 2;

$R^2$ is H, halogen,-CN, -$NO_2$, –$C_{1-6}$alkyl, –$C_{3-6}$cycloalkyl, -O- $C_{3-6}$cycloalkyl, O-$C_{1-6}$alkyl, O-$C_{3-6}$cycloalkyl-$C_{1-6}$alkyl($C_{3-6}$cycloalkyl)($C_{3-6}$cycloalkyl), –$C_{1-6}$alkoxy, phenyl, heteroaryl, heterocycle, amino, –C(O)–$C_{1-6}$alkyl, –C(O)–O–$C_{1-6}$alkyl,

$-C_{1-6}$alkyl(=N-OH), -C(N=NOH)$C_{1-6}$alkyl, $-C_{0-6}$alkyl(oxy)$C_{1-6}$alkyl-phenyl, $-SO_kNH(C_{0-6}alkyl)$, or $-(C_{0-6}alkyl)-SO_k-(C_{1-6}alkyl)$, wherein the phenyl, heteroaryl or heterocycle is optionally substituted with halogen, $-C_{1-6}$alkyl, $-C_{1-6}$alkoxy, hydroxy, amino, or -C(O)-O-$C_{1-6}$alkyl, and wherein the alkyl or cycloalkyl is optionally substituted with 1-6 independently selected halogens or –OH, and wherein k is 0, 1, or 2;

$R^3$ is selected from H, halogen, CN, $-C_{1-6}$alkyl, $-C_{3-6}$cycloalkyl, nitro, -C(O)-$C_{1-6}$alkyl, -C(O)-O-$C_{0-6}$alkyl, $-SO_{n'}NH(C_{0-6}alkyl)$, or $-(C_{0-6}alkyl)-SO_{n'}-(C_{1-6}alkyl)$, O-$C_{1-6}$alkyl, O-$C_{3-6}$cycloalkyl, wherein n' is 0, 1, or 2 and wherein the alkyl and cycloalkyl is optionally substituted with 1-6 independently selected halogen or OH.

5. (Cancelled)

6. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

$R^1$ is $-C_{3-6}$cycloalkyl optionally substituted with 1-3 independent $-C_{1-6}$alkyl, $-C_{1-6}$alkoxy, OH, amino, $-(C_{0-6}alkyl)-SO_p-(C_{1-6}alkyl)$, nitro, CN, =N-O-$C_{1-6}$alkyl, -O-N=$C_{1-6}$alkyl, or halogen substituents.

7. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

R is hydrogen.

8. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

$R^2$ is hydrogen or $-C_{1-3}$alkyl.

9. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

$R^1$ is $-C_{3-6}$cycloalkyl optionally substituted with methyl or halo; and

R is hydrogen.

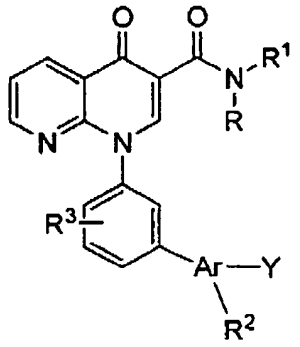
10. (Original) The compound according to claim 4, or a pharmaceutically acceptable salt thereof, wherein

$R^1$ is cyclopropyl optionally substituted with methyl or halo; and

R and $R^2$ are hydrogen.

11-18 (Cancelled)

19. (Previously amended) A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

R and $R^3$ are hydrogen,;

$R^1$ is $-C_{3-6}$cycloalkyl optionally substituted with methyl or halo, or $-C_{1-3}$alkyl optionally substituted with 1-3 halo; and

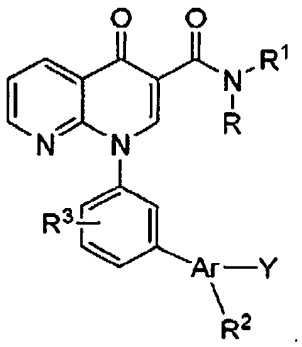
Ar is phenyl;

$R^2$ is hydrogen or halo; and

Y is $-CH_3$-$C_{3-4}$cycloalkyl –COOH or -$C_{3-4}$cycloalkyl-COOH.

20-28. (Cancelled)

29. (Previously amended) A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein

Ar is phenyl, pyridyl, pyrimidyl, indolyl, quinolinyl, thienyl, pyridonyl, oxazolyl, oxadiazolyl, thiadiazolyl, or imidazolyl; or oxides thereof when Ar is a heteroaryl;
Y is -$C_{3-6}$cycloalkyl($C_{1-4}$alkyl)$_m$-COOH, wherein the $C_{3-6}$cycloalkyl is optionally substituted with halogen, alkoxy, hydroxy or nitrile, and the ($C_{1-4}$alkyl) substituents are optionally linked to form a $C_{3-6}$cycloalkyl; wherein n is 0, 1, 2, 3 or 4, m is 0, 1;

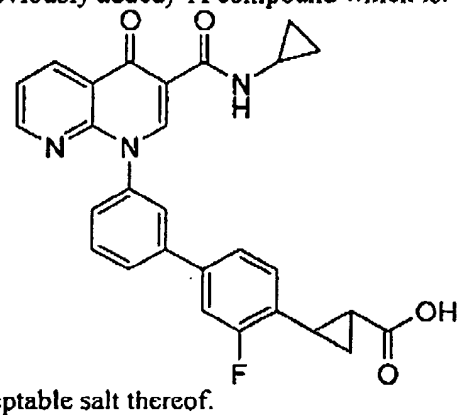
R is H or –$C_{1-6}$alkyl;

$R^1$ is H, or –$C_{1-6}$alkyl, –$C_{3-6}$cycloalkyl, –$C_{1-6}$alkoxy, –$C_{2-6}$alkenyl, –$C_{3-6}$alkynyl, heteroaryl, or heterocycle group, optionally substituted with 1-3 independent halo$C_{1-6}$alkyl, -$C_{1-6}$alkyl, –$C_{1-6}$alkoxy, OH, amino, –($C_{0-6}$alkyl)–$SO_p$–($C_{1-6}$alkyl), nitro, CN, =N-O-$C_{1-6}$alkyl, -O-N=$C_{1-6}$alkyl, or halogen substituents, wherein p is 0, 1 or 2;

$R^2$ is H, halogen,-CN, -$NO_2$, –$C_{1-6}$alkyl, –$C_{3-6}$cycloalkyl, -O- $C_{3-6}$cycloalkyl, O-$C_{1-6}$alkyl, O-$C_{3-6}$cycloalkyl-$C_{1-6}$alkyl($C_{3-6}$cycloalkyl)($C_{3-6}$cycloalkyl), –$C_{1-6}$alkoxy, phenyl, heteroaryl, heterocycle, amino, –C(O)–$C_{1-6}$alkyl, –C(O)–O–$C_{1-6}$alkyl, –$C_{1-6}$alkyl(=N-OH), -C(N=NOH)$C_{1-6}$alkyl, –$C_{0-6}$alkyl(oxy)$C_{1-6}$alkyl-phenyl, –$SO_k$NH($C_{0-6}$alkyl), or -($C_{0-6}$alkyl)–$SO_k$–($C_{1-6}$alkyl), wherein the phenyl, heteroaryl or heterocycle is optionally substituted with halogen, -$C_{1-6}$alkyl, –$C_{1-6}$alkoxy, hydroxy, amino, or -C(O)-O-$C_{1-6}$alkyl, and wherein the alkyl or cycloalkyl is optionally substituted with 1-6 independently selected halogens or –OH, and wherein k is 0, 1, or 2;

$R^3$ is selected from H, halogen, CN, -$C_{1-6}$alkyl, -$C_{3-6}$cycloalkyl, nitro, -C(O)-$C_{1-6}$alkyl, -C(O)-O-$C_{0-6}$alkyl, -$SO_{n'}$NH($C_{0-6}$alkyl), or -($C_{0-6}$alkyl)-$SO_{n'}$-($C_{1-6}$alkyl), O-$C_{1-6}$alkyl, O-$C_{3-6}$cycloalkyl, wherein n' is 0, 1, or 2 and wherein the alkyl and cycloalkyl is optionally substituted with 1-6 independently selected halogen or OH.

30. (Previously added) A compound which is:




or a pharmaceutically acceptable salt thereof.

31. (Previously added) A pharmaceutical composition comprising

a therapeutically effective amount of the compound according to claim 30 or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

32-36 (Cancelled)

37. (New) A compound which is
2-(trans)-{3'-[3-[(cyclopropylamino)carbonyl]-4-oxo-1,8-naphthyridin-1(4*H*)-yl]-3-fluoro-1,1'-biphenyl-4-yl}cyclopropanecarboxylic acid;

or a pharmaceutically acceptabe salt thereof.

38. (New) A pharmaceutical composition comprising

a therapeutically effective amount of the compound according to claim 37 or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

39. (New) A compound which is
2-(cis)-{3'-[3-[(cyclopropylamino)carbonyl]-4-oxo-1,8-naphthyridin-1(4*H*)-yl]-3-fluoro-1,1'-biphenyl-4-yl}cyclopropanecarboxylic acid;

or a pharmaceutically acceptabe salt thereof.

40. (New) A pharmaceutical composition comprising

a therapeutically effective amount of the compound according to claim 39 or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.